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Hearing Date: July 23, 2009

Attorneys for Wilmington Trust Company,
as Indenture Trustee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATON, <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**PRELIMINARY OBJECTION OF WILMINGTON TRUST COMPANY,
AS INDENTURE TRUSTEE, TO DEBTORS' REQUEST FOR: (I) CONFIRMATION OF
MODIFIED FIRST AMENDED PLAN OF REORGANIZATION; OR (II) APPROVAL
OF SALE OF SUBSTANTIALLY ALL ASSETS OUTSIDE OF THE ORDINARY
COURSE OF BUSINESS PURSUANT TO § 363 OF THE BANKRUPTCY CODE**

Wilmington Trust Company ("WTC"), as indenture trustee for the senior notes and debentures in the aggregate principal amount of \$2 billion issued by Delphi Corporation ("Delphi"), by and through its attorneys, K&L Gates LLP, hereby files this preliminary objection to the motion (the "Motion") filed by Delphi and its debtor subsidiaries and affiliates (collectively, the "Debtors") for approval of certain modifications to the confirmed First Amended Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors in Possession, or, in the alternative, for authorization to sell substantially all of their assets pursuant to section 363(b) of the Bankruptcy Code, stating as follows:

1. WTC respectfully submits that the relief requested by the Debtors' Motion is not authorized by the Bankruptcy Code, and is not in the best interest of the Debtors' estates

and creditors. WTC is therefore filing this objection in order to create a contested matter and permit it to take discovery regarding the Motion.

2. WTC expressly reserves the right to supplement or amend this objection upon the conclusion of discovery and prior to the hearing on the Motion.

WHEREFORE, WTC respectfully requests that the Court enter an Order denying the Motion, and granting such other and further relief as this Court deems just and proper.

Dated: New York, New York
June 22, 2009

K&L GATE LLP

By: /s/ Edward M. Fox
Edward M. Fox
A Member of the Firm
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